

12/10/2020

Division of Corporations

H20000422655-3

Florida Department of State

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**MERGER OR SHARE EXCHANGE
QC STANDBY DESOTO GROVE, LLC**

Certificate of Status	0
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December 11, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

QC STANDBY DESOTO GROVE LLC
8745 HENDERSON RD.
TAMPA, FL 33634

SUBJECT: QC STANDBY DESOTO GROVE LLC
REF: L16000231954

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The Plan of Merger specifies an effective date for the Merger. However, the effective date is not listed in the Articles of Merger. Please review.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder
Regulatory Specialist III

FAX Aud. #: H20000422655
Letter Number: 720A00024917

**ARTICLES OF MERGER
and
CERTIFICATE OF MERGER**

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Fla. Stat. § 605.1025.

ARTICLE I

The exact name and jurisdiction of the Disappearing Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
QC HARDEE GROVE VENTURES, LLC Document No. L17000037234	FLORIDA

ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
QC STANDBY DESOTO GROVE, LLC Document No. L16000231954	FLORIDA

ARTICLE III

The Merger was approved by each domestic limited liability company that is a party to the merger in accordance with Fla. Stat. § 605.1021-605.1026 and other applicable provisions of Chapter 605 of the Florida Statutes. All of the members of the Surviving Entity and the Disappearing Entity have approved the Merger.

ARTICLE IV

The surviving entity has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Fla. Stat. § 605.1006 and Fla. Stat. § 605.1061-605.1072.

ARTICLE V

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the Surviving Entity or the Disappearing Entity.

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ARTICLE VI

The effective date of this merger shall be December 31, 2020.

IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this 8 day of December, 2020.

SURVIVING ENTITY:

QC STANDBY DESOTO GROVE, LLC,
a Florida limited liability company

By: 

Justin Blomberg, Manager

DISAPPEARING ENTITY:

QC HARDEE GROVE VENTURES,
LLC, a Florida limited liability company

By: 

Justin Blomberg, Manager

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PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER is submitted to merge the following Florida Limited Liability Companies in accordance with Fla. Stat. § 605.1022.

RECITALS:

WHEREAS, **QC HARDEE GROVE VENTURES, LLC**, a Florida limited liability company (Document Number L17000037234) (the "Merging Entity") desires to merge with and into **QC STANBY DESOTO GROVE, LLC**, a Florida limited liability company (Document Number L16000231954) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the members of the Surviving Entity and the Merging Entity have determined that it is advisable that the Merging Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

The exact name and jurisdiction of each entity that is a party to the merger is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
QC HARDEE GROVE VENTURES, LLC Document No. L17000037234 (Merging entity)	FLORIDA
QC STANBY DESOTO GROVE, LLC Document No. L16000231954 (Surviving entity)	FLORIDA

ARTICLE II

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be December 31, 2020 the date of filing the Certificate of Merger with the Florida Secretary of State.
2. On the Effective Date, the Merging Entity shall be merged with and into the Surviving Entity. The separate existence of the Merging Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the

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rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

3. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Merging Entity.

5. The unit ownership of the Merging Entity shall cease to exist on the Effective Date of the merger, and the unit ownership of the Surviving Entity shall continue unchanged.

ARTICLE III

The name and address of the Manager of the Surviving Entity is:

Justin Blomberg
1370 Jet Stream Drive, Ste 100
Henderson, NV 89052

8 IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this day of December, 2020.

SURVIVING ENTITY:

QC STANDBY DESOTO GROVE, LLC
a Florida limited liability company

By: 

Justin Blomberg, Manager

MERGING ENTITY:

QC HARDEE GROVE VENTURES, LLC
a Florida limited liability company

By: 

Justin Blomberg, Manager

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